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March 20, 2006

The Honorable Charles Terreni
Chief Clerk and Administrator
South Carolina Public Service Commission
Post Office Box 11649
Columbia, South Carolina 29211

Re: Application of Aero Communications, LLC for a Certificate of Public Convenience and Necessity to Operate as a Reseller and Facilities-based Provider of Local Exchange and Interexchange Telecommunications Services in the State of South Carolina (SCPSC Docket No. 2006-18-C)

Dear Mr. Terreni:

Please find enclosed for filing on behalf of the South Carolina Telephone Coalition (the "Coalition") an original and ten (10) copies of an executed Stipulation between the Coalition and the Applicant, in the above-referenced docket. By copy of this letter and Certificate of Service appended to the Stipulation, I am serving all parties of record.

Please clock in a copy of the Stipulation and return it by our courier.

Should you have any questions with respect to this matter, please do not hesitate to contact me.

Very truly yours,



Margaret M. Fox

Enclosures

cc: Weston Adams, III, Esquire
Florence P. Belser, Esquire

DATE: *HK Duke*
OK P Duke

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

Docket No. 200-18-C

Re: Application of Aero Communications, LLC)
for a Certificate of Public Convenience and)
Necessity to Operate as a Reseller and)
Facilities-based Provider of Local Exchange)
and Interexchange Telecommunications Services)
in the State of South Carolina)
_____)

STIPULATION

The South Carolina Telephone Coalition ("SCTC") (see attachment "A" for list of companies) and Aero Communications, LLC ("Aero") hereby enter into the following stipulations. As a consequence of these stipulations and conditions, SCTC does not oppose Aero's Application. SCTC and Aero stipulate and agree as follows:

1. SCTC does not oppose the granting of a statewide Certificate of Public Convenience and Necessity to Aero, provided the South Carolina Public Service Commission ("Commission") makes the necessary findings to justify granting of such a certificate, and provided the conditions contained within this stipulation are met.
2. Aero stipulates and agrees that any Certificate which may be granted will authorize Aero to provide service only to customers located in non-rural local exchange company ("LEC") service areas of South Carolina, except as provided herein.
3. Aero stipulates that it is not asking the Commission to make a finding at this time regarding whether competition is in the public interest for rural areas.
4. Aero stipulates and agrees that it will not provide any local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, unless and

until Aero provides such rural incumbent LEC and the Commission with written notice of its intent to do so at least thirty (30) days prior to the date of the intended service. During such notice period, the rural incumbent LEC will have the opportunity to petition the Commission to exercise all rights afforded it under Federal and State law. Also, Aero acknowledges that the Commission may suspend the intended date for service in rural LEC territory for ninety (90) days while the Commission conducts any proceeding incident to the Petition or upon the Commission's own Motion, provided that the Commission can further suspend the implementation date upon showing of good cause.

5. Aero stipulates and agrees that, if Aero gives notice that it intends to serve a customer located in a rural incumbent LEC's service area, and either (a) the Commission receives a Petition from the rural incumbent LEC to exercise its rights under Federal or State law within such 30-day period, or (b) the Commission institutes a proceeding of its own, then Aero will not provide service to any customer located within the service area in question without prior and further Commission approval.

6. Aero acknowledges that any right which it may have or acquire to serve a rural telephone company service area in South Carolina is subject to the conditions contained herein, and to any future policies, procedures, and guidelines relevant to such proposed service which the Commission may implement, so long as such policies, procedures, and guidelines do not conflict with Federal or State law.

7. The parties stipulate and agree that all rights under Federal and State law are reserved to the rural incumbent LECs and Aero, and this Stipulation in no way suspends or adversely affects such rights, including any exemptions, suspensions, or modifications to which they may be entitled.

8. Aero agrees to abide by all State and Federal laws and to participate, to the extent it may be required to do so by the Commission, in the support of universally available telephone service at affordable rates.

9. Aero hereby amends its application and its prefiled testimony in this docket to the extent necessary to conform with this Stipulation.

AGREED AND STIPULATED to this 16th day of March,
2006.

Aero Communications, LLC

South Carolina Telephone Coalition:

Ward Adams, III
Ward Adams, III
McAngus Goulbeck and Coe, P.C.
Attorney for Aero.

Margaret M. Fox
M. John Bowen, Jr.
Margaret M. Fox
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Attorneys for the South Carolina Telephone
Coalition

ATTACHMENT A

South Carolina Telephone Coalition Member Companies for Purposes of Local Service Stipulation

ALLTEL South Carolina, Inc.
Chesnee Telephone Company
Chester Telephone Company
Farmers Telephone Cooperative, Inc.
Ft. Mill Telephone Company
Home Telephone Company, Inc.
Lancaster Telephone Company
Lockhart Telephone Company
McClellanville Telephone Company
Norway Telephone Company
Palmetto Rural Telephone Cooperative, Inc.
Piedmont Rural Telephone Cooperative, Inc.
Pond Branch Telephone Company
Ridgeway Telephone Company
Rock Hill Telephone Company
Sandhill Telephone Cooperative, Inc.
St. Stephen Telephone Company
West Carolina Rural Telephone Cooperative, Inc.
Williston Telephone Company

BEFORE
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Docket No. 200-18-C

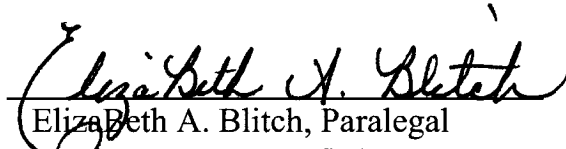
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Facilities-based Provider of Local Exchange)
and Interexchange Telecommunications Services)
in the State of South Carolina)
_____)

**CERTIFICATE OF
SERVICE**

I, ElizaBeth A. Blich, do hereby certify that I have this date served one (1) copy of the foregoing Stipulation upon the following party of record by causing said copy to be deposited with the United States Mail, first class postage prepaid to:

Weston Adams, III, Esquire
McAngus, Goudelock and Courier
700 Gervais Street, Suite 300
Columbia, South Carolina 29201-3061

Florence P. Belser, Esquire
Office of Regulatory Staff
Post Office Box 11263
Columbia, South Carolina 29211.


ElizaBeth A. Blich, Paralegal
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March 20, 2006

Columbia, South Carolina